

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:
The Financial Oversight and Management Board for
Puerto Rico,

as representative of
The Commonwealth of Puerto Rico, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

In re:
The Financial Oversight and Management Board for
Puerto Rico,

as representative of
The Puerto Rico Electric Power Authority,

Debtor.

PROMESA
Title III

No. 17 BK 04780-LTS

**Court Filing Relates Only to PREPA
and Shall Only be Filed in Case No.
17 BK 4780-LTS**

**URGENT MOTION OF AD HOC GROUP OF PREPA BONDHOLDERS TO
FILE UNDER SEAL UNREDACTED OPPOSITION TO UNSECURED CREDITORS
COMMITTEE’S OMNIBUS MOTION TO COMPEL PRODUCTION OF DOCUMENTS**

COME NOW the members of the Ad Hoc Group of PREPA Bondholders (the “Ad Hoc Group”), through their undersigned attorneys, and hereby state and pray as follows:

1. On June 3, 2019, the Official Committee of Unsecured Creditors (the “Committee”) filed a Motion to Compel Production of Documents in Connection with PREPA RSA

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Rule 9019 Settlement Motion [Case No. 17-3283, Dkt. No. 7204; Case No. 17-4780, Dkt. No. 1269] (the “Motion to Compel”). The Ad Hoc Group’s deadline to respond to the Committee’s Motion to Compel is today, Friday, June 7, 2019.

2. The Motion to Compel was filed in redacted form, and the Committee filed an Urgent Motion to File Under Seal [Case No. 17-3283, Dkt. No. 7205; Case No. 17-4780, Dkt. No. 1270] (the “Motion to Seal”) seeking permission to file the full, unredacted version of its Motion to Compel.
3. Having received no objections thereto, this Court granted the Committee’s Motion to Seal on June 5, 2019 [Case No. 17-3283, Dkt. No. 7226; Case No. 17-4780, Dkt. No. 1277].
4. The Ad Hoc Group’s partially redacted Objection [Case No. 17-3283, Dkt. No. 7334; Case No. 17-4780, Dkt. No. 1303] to the Committee’s Motion to Compel (the “Objection”) refers to the material that was redacted from the Motion to Compel.
5. To preserve the parties’ designation of such information, the Ad Hoc Group respectfully requests that the Court grant this motion to seal on the same basis that it granted the Committee’s Motion to Seal and allows the Ad Hoc Group to file under seal the full, unredacted version of the Objection. The Ad Hoc Group requests that only this Court, the Oversight Board, and the Committee have access to this information unless and until the Ad Hoc Group informs the Court otherwise.
6. Pursuant to Local Rule 9013-1 and the Ninth Amended Case Management Procedures [Case No. 17-3283, Dkt. No. 7115-1], the Ad Hoc Group hereby certifies that it has:
 - (a) carefully examined the matter and concluded that there is a true need for an urgent hearing;
 - (b) not created the urgency through a lack of due diligence;
 - (c) made a bona

fide effort to resolve the matter without a hearing; (d) made reasonable, good-faith communications with in an attempt to resolve or narrow the issues being brought to the Court; and (e) conferred with the Oversight Board and the Committee, who do not oppose the relief requested herein.

WHEREFORE, the Ad Hoc Group respectfully requests from this Honorable Court to take notice of the above and thus grant the relief requested herein, along with such other relief as this Court deems just and proper.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing with the Clerk of the Court using the CM/ECF system.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico this 7th day of June 2019.

TORO COLÓN MULLET, P.S.C.
P.O. Box 195383
San Juan, PR 00919-5383
Tel.: (787) 751-8999
Fax: (787) 763-7760

s/ Manuel Fernández-Bared
MANUEL FERNÁNDEZ-BARED
USDC-PR No. 204,204
mfb@tcm.law

s/ Linette Figueroa-Torres
LINETTE FIGUEROA-TORRES
USDC-PR No. 227,104
lft@tcm.law

s/ Nayda Pérez-Román
NAYDA PEREZ-ROMAN
USDC-PR No. 300,208
nperez@tcm.law

**KRAMER LEVIN NAFTALIS &
FRANKEL LLP**

s/ Amy Caton
AMY CATON*
THOMAS MOERS MAYER*
GREGORY A. HOROWITZ*
NATAN HAMERMAN*
ALICE J. BYOWITZ*
1177 Avenue of the Americas
New York, New York 10036
Tel.: (212) 715-9100
Fax: (212) 715-8000

*Local Counsel to the Ad Hoc Group of
PREPA Bondholders*

Email: acaton@kramerlevin.com
tmayer@kramerlevin.com
ghorowitz@kramerlevin.com
nhamerman@kramerlevin.com
abyowitz@kramerlevin.com

**admitted pro hac vice*

*Counsel to the Ad Hoc Group of PREPA
Bondholders*

Exhibit A

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:
The Financial Oversight and Management Board for
Puerto Rico,

as representative of
The Commonwealth of Puerto Rico, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

In re:
The Financial Oversight and Management Board for
Puerto Rico,

as representative of
The Puerto Rico Electric Power Authority,

Debtor.

PROMESA
Title III

No. 17 BK 04780-LTS

**Court Filing Relates Only to PREPA
and Shall Only be Filed in Case No.
17 BK 4780-LTS**

**[PROPOSED] ORDER GRANTING URGENT MOTION OF AD HOC GROUP OF
PREPA BONDHOLDERS TO FILE UNDER SEAL UNREDACTED OPPOSITION TO
UNSECURED CREDITORS COMMITTEE'S OMNIBUS MOTION
TO COMPEL PRODUCTION OF DOCUMENTS**

Upon the *Urgent Motion of Ad Hoc Group of PREPA Bondholders to File Under Seal
Unredacted Opposition to Unsecured Creditors Committee's Omnibus Motion to Compel
Production of Documents* (the "**Motion to Seal**")² dated June 7, 2019; and the Court having

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms not defined in this Order shall have the meanings given to such terms in the Motion to Seal.

jurisdiction over this matter under 28 U.S.C. § 1331, and under section 306(a)-(b) of PROMESA, 48 U.S.C. § 2166(a)-(b); and venue being proper under section 307(a) of PROMESA, 48 U.S.C. § 2167(a); and due and proper notice of the Motion to Seal having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion to Seal; and the Court having determined that the statements and arguments made in the Motion to Seal establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Ad Hoc Group is authorized to file under seal an unredacted version of the Objection.
2. The Clerk of the Court will provide the Ad Hoc Group, the Committee, and the Oversight Board access to the sealed materials through their counsel of record.

Dated: June ____, 2019

HONORABLE JUDITH GAIL DEIN
UNITED STATES MAGISTRATE JUDGE